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Counsel to the Debtors and  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - X  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - X

**FIFTH INTERIM FEE APPLICATION OF SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE  
DEBTORS FOR THE PERIOD FROM NOVEMBER 1, 2009 THROUGH AND  
INCLUDING JANUARY 31, 2010**

Name of Applicant: Skadden, Arps, Slate, Meagher & Flom  
LLP

Authorized to provide professional services to: Circuit  
City Stores, Inc., et al.

Date of retention: effective November 10, 2008

Period for which compensation and reimbursement are sought: November 1, 2009 through and including January 31, 2010

Amount of compensation sought as actual, reasonable, and necessary: \$1,955,685

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$89,339

This is a/an: ☐ monthly ☒ interim ☐ final application.

The Application does not request compensation at this time for services rendered in preparing this Application. The Applicant intends to seek such compensation at a later date.

**COMPENSATION BY PROFESSIONAL PERSON  
SKADDEN, ARPS SLATE, MEAGHER & FLOM LLP  
NOVEMBER 1, 2009 - JANUARY 31, 2010**

	<u>YEAR OF</u>			
<u>NAME</u>	<u>ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNER</u>				
Jody J. Brewster	1983	\$945	77.9	\$73,616
Chris L. Dickerson	1998	\$850	32.3	\$27,455
Gregg M. Galardi	1990	\$947	150.25	\$142,309
Fred T. Goldberg, Jr.	1973	\$995	29.4	\$29,253
Andre LeDuc	1978	\$945	20.8	\$19,656
David F. Levy	1995	\$775	26.3	\$20,383
	TOTAL PARTNER		407.55	\$373,232
<u>COUNSEL</u>				
David A. Schneider	1986	\$775	80.0	\$62,016
	TOTAL COUNSEL		80.0	\$62,016
<u>ASSOCIATE</u>				
Sarah K. Baker	2006	\$552	509.9	\$281,585
Pamela S. Dangelo	2008	\$467	261.5	\$122,148
Folarin S. Dosunmu	2004	\$625	28.9	\$18,064
Ian S. Fredericks	2003	\$629	583.85	\$367,006
Christine W. Kim	2009	\$460	11.8	\$5,428
Candice Korkis	2009	\$401	292.5	\$63,443
Jessica S. Kumar	2007	\$510	302.7	\$149,039
Kelly A. Lazaroff	2008	\$466	208.4	\$138,735
David Leavitt	2006	\$560	43.1	\$24,156
Jason M. Liberi	2003	\$666	345.9	\$223,011
John P. Marston	2004	\$625	85.4	\$53,376
Risa M. Salins	2001	\$680	6.0	\$4,080
Christin M. Szafranski	2006	\$540	5.2	\$2,808
Jarrett Vine	2009	\$420	32.6	\$13,692
	TOTAL ASSOCIATE		2588.25	\$1,411,824

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
NON-LEGAL PROFESSIONAL				
David Robison		\$995	56.9	\$56,616
	TOTAL NON-LEGAL PROFESSIONAL		56.9	\$56,616
PARAPROFESSIONALS				
Mohammed Ansari		\$230	6.0	\$1,380
Christopher M. Heaney		\$295	100.9	\$29,768
Christine H. Ingram		\$330	4.7	\$1,551
Wendy K. LaManna		\$295	46.7	\$13,777
Stacy L. McIlhenny		\$295	6.9	\$2,036
William C. Terry		\$345	10.1	\$3,485
	TOTAL PARAPROFESSIONAL		175.3	\$51,997
	TOTAL		3308.0	\$1,955,685
BLENDED HOURLY RATE				\$591

**COMPENSATION BY PROJECT CATEGORY**  
**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
**NOVEMBER 1, 2009 - JANUARY 31, 2010**

Project Category	Total Hours	Total Fees
General Corporate Advice	18	\$15,690
Asset Analysis and Recovery	34.9	\$26,727
Assets Dispositions (General)	4.1	\$2,850
Asset Dispositions (Real Property)	8.3	\$5,364
Automatic Stay (Relief Action)	2.2	\$1,367
Business Operations/Strategic Planning	6.2	\$4,517
Case Administration	218.9	\$99,194
Claims Admin (General)	1699.1	\$897,400
Claims Admin (Reclamation)	159.4	\$102,275
Creditor Meetings/Statutory Committees	8.7	\$7,699
Disclosure Statement / Voting Issues	4.8	\$2,600
Employee Matters (General)	45.2	\$28,707
Executory Contracts (Personalty)	4.6	\$2,418
Insurance	9.6	\$5,719
Leases (Real Property)	39	\$20,830
Liquidation/Feasibility	3.1	\$1,986
Litigation (General)	195	\$120,744
Nonworking Travel Time* *Billed at 50%.	46.8	\$25,127
Real Estate (Owned)	0.4	\$250
Reorganization Plan / Plan Sponsors	117.1	\$69,250
Retention / Fee Matters (SASM&F)	39.4	\$21,471
Retention / Fee Matters / Objections	38.5	\$24,447
Secured Claims	48.8	\$27,091
Tax Matters	527.6	\$426,823

Project Category	Total Hours	Total Fees
Utilities	28.3	\$15,594
<b>TOTAL</b>	<b>3308.0</b>	<b>\$1,955,685</b>

**EXPENSE SUMMARY**  
**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
**NOVEMBER 1, 2009 - JANUARY 31, 2010**

<b>Expense Category</b>	<b>Total Expenses</b>
Computer Legal Research	\$60,581
Telecommunications	\$875
Reproduction and Document Preparation	\$5,677
Outside Research	\$1,530
Travel	\$18,538
Courier, Express Carriers (e.g., Federal Express) and Postage	\$512
Electronic Document Management	\$1,626
<b>TOTAL</b>	<b>\$89,339</b>

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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - x

**FIFTH INTERIM APPLICATION OF SKADDEN, ARPS,  
SLATE, MEAGHER & FLOM LLP FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM  
NOVEMBER 1, 2009 THROUGH AND INCLUDING JANUARY 31, 2010**

Skadden, Arps, Slate, Meagher & Flom LLP and  
its affiliated law offices (collectively, "Skadden,  
Arps"), counsel for the debtors and debtors in  
possession in the above-captioned cases (collectively,

the "Debtors"),<sup>1</sup> submit this application (the "Application") seeking allowance of interim compensation and reimbursement of expenses under sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") for the period from November 1, 2009 through and including January 31, 2010 (the "Application Period"), and represent as follows:

#### **JURISDICTION**

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409.

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<sup>1</sup> The Debtors are the following entities: The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for the Debtors is 4951 Lake Brook Drive, Suite #500, Glen Allen, VA 23060.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 330 and 331.

#### **BACKGROUND**

1. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

2. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement") between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors' remaining stores. The going out of business sales concluded on or about March 8, 2009.

3. On September 29, 2009, the Debtors and the Creditors Committee filed the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General

Unsecured Claims (the "Plan"). The associated disclosure statement (the "Disclosure Statement") was approved on September 24, 2009. Confirmation of the Plan is currently scheduled for April 6, 2010.

4. Generally, the Plan provides for the liquidation of the Debtors under chapter 11 of the Bankruptcy Code.

**RETENTION OF SKADDEN, ARPS**

3. On November 20, 2008, the Debtors applied to the Court for an order authorizing them to retain Skadden, Arps pursuant to an engagement agreement dated September 1, 2008 (the "Engagement Agreement") as their bankruptcy counsel, effective as of the Petition Date, to provide the following professional services:

(a) advising the Debtors with respect to their powers and duties as debtors and debtors in possession in the continued management and operation of their businesses and properties;

(b) attending meetings and negotiating with representatives of creditors and other parties in interest and advising and consulting on the conduct of the cases, including all of the legal and Interim Compensation requirements of operating in chapter 11;

(c) taking all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on behalf of the

Debtors' estates, the defense of any actions commenced against those estates, negotiations concerning litigation in which the Debtors may be involved and objections to claims filed against the estates;

(d) preparing, on behalf of the Debtors, motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;

(e) preparing and negotiating on the Debtors' behalf plan(s) of reorganization, disclosure statement(s), and all related agreements and/or documents and taking any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);

(f) advising the Debtors in connection with any sale of assets;

(g) performing other necessary legal services and providing other necessary legal advice to the Debtors in connection with these chapter 11 cases; and

(h) appearing before this Court, any appellate courts, and the United States Trustee and protecting the interests of the Debtors' estates before such courts and the United States Trustee.<sup>2</sup>

4. On December 8, 2008, the Court entered an order (the "Retention Order") authorizing the Debtors to

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<sup>2</sup> Information concerning the experience and standing at the bar of Skadden, Arps' senior attorneys on this engagement are described in the application and related materials filed by Skadden in support of its retention in these cases (the "Retention Application") (D.I. 287), which is incorporated herein by reference.

employ Skadden, Arps as their counsel effective as of the Petition Date pursuant to the terms of the Engagement Agreement. A copy of the Retention Order is attached hereto as Exhibit A.

#### **INTERIM COMPENSATION**

5. On December 9, 2008, the Court entered an Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation (the "Interim Compensation Order"). A copy of the Interim Compensation Order is attached hereto as Exhibit B.

6. Pursuant to the terms of the Interim Compensation Order, if no objection is filed to a monthly fee application within twenty (20) days of the date of filing of that application, then the respective professionals may be paid eighty-five percent (85%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly fee application.

7. Every three (3) months beginning with the three-month period ending on January 31, 2009, all professionals, including Skadden, Arps, are required to file interim fee applications for the prior three-month period. Thereafter, this Court schedules a hearing to

consider such interim fee applications, including, payment of the fifteen percent (15%) "holdback".

8. Pursuant to the Interim Compensation Order, Skadden, Arps has served each Monthly Fee Request, including time and expense detail on (i) Circuit City Stores, Inc., (ii) McGuireWoods LLP, (iii) the Office of the United States Trustee, and (iv) Pachulski Stang Ziehl & Jones LLP(collectively, the "Notice Parties"), for each of the months in the Application Period.

9. On December 10, 2009, Skadden, Arps served its Monthly Fee Request in the amount of \$867,375, consisting of \$831,164 for professional fees and \$36,211 for expenses relating to the period from November 1, 2009 through and including November 30, 2009. Pursuant to the Interim Compensation Order, the Notice Parties had twenty days to object to such Monthly Fee Request. The 20-day period for objections expired on December 20, 2009 without any objections. At that time, Skadden, Arps was entitled to payment of 85% of the requested professional fees and 100% of requested expenses, in the aggregate amount of \$742,700.

10. On February 15, 2010, Skadden, Arps served its Monthly Fee Request in the amount of \$570,695, consisting of \$548,897 for professional fees and \$21,798 for expenses relating to the period from December 1, 2009 through and including December 31, 2009. Pursuant to the Interim Compensation Order, the Notice Parties had twenty days to object to such Monthly Fee Request. The 20-day period for objections expired on March 8, 2010 without any objections. At that time, Skadden, Arps was paid 85% of the requested professional fees and 100% of requested expenses, in the aggregate amount of \$488,360.

11. On February 18, 2009, Skadden, Arps served its Monthly Fee Request in the amount of \$609,954, consisting of \$575,624 for professional fees and \$31,330 for expenses relating to the period from January 1, 2010 through and including January 31, 2010. Pursuant to the Interim Compensation Order, the Notice Parties had twenty days to object to such Monthly Fee Request. The 20-day period for objections expired on March 10, 2010. Given the date of the deadline to object, at the time of the filing of this Application, Skadden, Arps has not

been paid 85% of the requested professional fees or 100% of requested expenses, which, in the aggregate, total \$520,610.

12. Pursuant to the Interim Compensation Order, Skadden, Arps is filing this Application for compensation for professional services rendered and reimbursement of disbursements made in these cases during the Application Period.

**RELIEF REQUESTED**

13. By this Application, Skadden, Arps requests approval and payment of interim compensation and reimbursement of expenses for the Application Period pursuant to Bankruptcy Code sections 330 and 331. Attached as Exhibit C are copies of Skadden, Arps' fee statements (the "Statements") reflecting professional services rendered for which compensation is sought and actual disbursements for which reimbursement is sought.

14. At this time, Skadden, Arps is seeking allowance of compensation equal to \$1,955,685 in fees for professional services rendered by Skadden, Arps during the Application Period as counsel to the Debtors in these chapter 11 cases. This amount is derived

solely from the applicable hourly billing rates of the firm's personnel who rendered such services to the Debtors. Of this amount, Skadden, Arps has already been paid \$1,262,390 pursuant to the Interim Compensation Order and \$520,610 remains outstanding. In addition to the foregoing amounts, through this Application, Skadden, Arps requests payment of \$293,354, representing the aggregate fifteen percent (15%) hold-back of fees billed, but withheld, during the Application Period.

15. Skadden, Arps also requests allowance of reimbursement of one hundred percent (100%) of the actual and necessary out-of-pocket disbursements and charges incurred in the Application Period, equal to \$89,339.

16. The fees and disbursements sought through this Application Period reflect total client accommodations of \$168,432. In the event that any objections to this Application are filed, Skadden, Arps reserves the right to seek payment for all or any part of the client accommodations.

17. This Application is made without prejudice to the firm's right to seek further interim

allowances and/or a final allowance of compensation in the future in accordance with the Retention Order and the Interim Compensation Order.

18. Skadden, Arps has received no promise of payment for professional services rendered or to be rendered in these cases other than in accordance with the provisions of the Bankruptcy Code.

**BASIS FOR RELIEF**

19. It is not practical to describe every phone call made, meeting attended, document generated, or other service provided in the Debtors' cases during the Application Period. Thus, this Application highlights the most significant services performed by Skadden, Arps for the Debtors during the Application Period; the attached time records contain the detail of each task performed.

20. Skadden, Arps submits that the legal services and advice that it rendered to the Debtors in connection with their chapter 11 cases during the Application Period were necessary and beneficial to the Debtors, their estates and their creditors.

21. As discussed in greater detail below, Skadden, Arps' professionals continued reviewing claims filed against the Debtors and identifying legal bases for objecting to these claims. In addition, Skadden, Arps also began the process of recovering preferential transfers and offsetting receivables against these claims. Skadden, Arps also focused significant efforts on resolving outstanding tax issues directly with the IRS and ensuring that proceeds from the Canadian estates are distributed to the Debtors in the most favorable manner. Finally, Skadden, Arps worked closely with the Creditors' Committee concerning confirmation matters and the pre-confirmation transition to the person proposed to serve as the liquidating trustee if the Plan is confirmed.

22. During the Application Period, attorneys, a non-legal professional, and paraprofessionals of Skadden, Arps devoted a total of 3308 hours to representation of the Debtors. Of the aggregate time expended, 407.55 hours were spent by partners, 80.0 hours were spent by counsel, 2588.25 hours were spent by associates, 56.9 were spent by a non-legal professional

and 175.3 hours were spent by paraprofessionals. Schedules showing the name and position of each such partner, counsel, associate, non-legal professional and paraprofessional, hours worked during the Application Period, and hourly billing rate are provided at the front of this Application. Skadden, Arps' professionals billed their services in these cases to numerous matters corresponding to particular activities in the case. Exhibit D provides the detail by matter of the time billed for such services.

23. Set forth on Exhibit E are the detailed expense charges incurred during the Application Period by matter number.

#### **DESCRIPTION OF SERVICES RENDERED**

24. The following description of Skadden, Arps' services is a summary of the matters that occupied substantial amounts of time during the Application Period.

##### **I. MATTER OVER \$500,000 - CLAIMS ADMINISTRATION**

25. During the Application Period, Skadden, Arps' professionals devoted over half of their total time to claims review, objections and responses to the

same, with a total time value of \$897,400. Skadden, Arps continued to file both omnibus and individual claim objections, drafted particularized replies to claimants who responded and negotiated settlements with certain claimants.

26. In particular, Skadden, Arps' professionals focused their efforts on reviewing the largest 503(b)(9), administrative, secured, and priority claims for purposes of reconciling and/or objecting to such claims. Through this process, Skadden, Arps identified additional bases to object to improperly filed claims, prepared and filed additional objections to such claims, and worked with claimants to reach or attempt to reach consensual resolutions where possible. Professionals at Skadden, Arps also began the large process of reviewing and identifying grounds for objections to the claims of the Debtors' approximately six hundred landlords.

27. In addition, Skadden, Arps assisted the Debtors' efforts to reduce the liabilities filed against their estates by collecting amounts owed to the Debtors affirmatively or through setoff. In that regard,

Skadden, Arps replied to numerous responses from creditors who disagreed with the Debtors' proposed setoff and addressed the matter before this Court.

28. Similarly, Skadden, Arps' professionals assisted the Debtors efforts to ensure that creditors were all treated fairly by seeking to hold certain 503(b)(9) claims in abeyance while the Debtors pursue the recovery of transfers that are avoidable under Bankruptcy Code section 547. Skadden, Arps replied to the various responses and addressed the matter before the Court. After the Court ruled in the Debtors favor, Skadden, Arps responded to various motions for leave to appeal and a reconsideration motion. Through Skadden, Arps efforts, reconsideration was denied and leave to appeal has not yet been ruled upon.

29. Following the Court's rulings, Skadden, Arps spent significant time assisting the Debtors with maximizing value associated with the these rulings. Professionals at Skadden, Arps developed a procedure to reconcile claims and began exchanging information to informally reconcile disputes between the Debtors and the various claimants subject to the setoff and 502(d)

rulings. Based on Skadden, Arps' efforts, the Debtors have thus far been able to consensually resolve various objections to the setoff and 502(d) rulings, which resulted in significant value to the Debtors estates.

30. In all, Skadden, Arps' professionals devoted a total of 1699.1 hours to claims administration matters during the Application Period for which compensation is sought, with a total time value of \$897,400.

## **II. MATTERS OVER \$100,000**

31. During the Application Period, Skadden, Arps' professionals devoted significant time to three other key matters, the time value of which exceeds \$100,000 for each. These matters are as follows:

### **A. Tax Matters (Amount Sought: \$426,823)**

32. During the Application Period, Skadden, Arps continued to assist the Debtors with two key tax matters: (1) a tax refund on account of net operating loss carrybacks and (2) a tax refund related to sale/leaseback transactions.

33. With respect to the first matter, Skadden, Arps gathered and analyzed information related to the Debtors' net operating losses and drafted a formal letter to the IRS setting forth the factual and legal bases to support the Debtors' refund request. As a result of Skadden, Arps' efforts, the Debtors received a partial refund totaling over \$100 million; the remainder of the refund was not denied, but rather held to protect the IRS's setoff rights, if any, pending a resolution of the IRS's claims in these cases.

34. With respect to the second matter, as noted in the prior application, the Debtors requested that Skadden, Arps assist with recovering IRS tax refunds on account of sale/leaseback transactions for which the Debtors had previously engaged other professionals. To advise the Debtors in connection therewith, Skadden, Arps' professionals continued to review significant amounts of historical data spanning the past seven years, which had to be completed on an expedited basis. In doing so, Skadden, Arps developed a strategy and then prepared multiple submissions to and presentations before the IRS and participated in the

ongoing dialogue between the Debtors, their other professionals, and the IRS. To date, the IRS has not issued a final ruling with respect to the sale/leaseback refund.

35. Additionally, Skadden, Arps assisted the Debtors and their Canadian professionals with respect to tax matters related to the Canadian estates and distributions to the Debtors.

36. In all, Skadden, Arps' professionals devoted a total of 527.6 hours to tax matters during the Application Period for which compensation is sought, with a total time value of \$426,823.

**B. Litigation**  
**(Amount Sought: \$120,744)**

37. During the Application Period, Skadden, Arps continued to analyze claims and causes of action against various creditors and other parties in interest. As part of the analysis, Skadden, Arps reviewed the Debtors' books and records and, if applicable, creditors' claims. After the analysis, Skadden, Arps assisted the Debtors with drafting and completing legal

demand letters concerning creditors' claims and the Debtors' causes of action and defenses.

38. Additionally, where appropriate, Skadden, Arps' professionals drafted complaints to recover, among other property, receivables and avoidable transfers. In other instances, Skadden, Arps attempted to avoid litigation by securing favorable settlements for the benefit of the Debtors' estates and creditors.

39. In addition to litigation initiated by the Debtors, Skadden, Arps' professionals assisted the Debtors with respect to litigation initiated by other parties. This assistance consisted of, among other matters, drafting and responding to discovery requests and drafting and responding to motions or pleadings in various contested matters and adversary proceedings.

40. In all, Skadden, Arps' professionals devoted a total of 195 hours to litigation matters during the Application Period for which compensation is sought, with a total time value of \$120,744.

**C. Reclamation Claims Administration**  
**(Amount Sought: \$102,275)**

41. As part of the claims administration process during the Application Period, Skadden, Arps assisted the Debtors' efforts to reclassify certain administrative and secured claims to general unsecured non-priority claims because such claims were based on alleged reclamation rights. To do so, Skadden, Arps conducted comprehensive research and drafted a motion for summary judgment, evaluated objections thereto, drafted a reply, prosecuted the matter before this Court, and researched and prepared a response to a post-argument brief filed by one of the reclamation claimants. After considering the briefs and the novel issues created by recent amendments to the Bankruptcy Code, the Court ruled in the Debtors' favor.

42. In all, Skadden, Arps' professionals devoted a total of 159.4 hours to reclamation claims administration during the Application Period for which compensation is sought, with a total time value of \$102,275.

**III. MATTERS OVER \$50,000**

43. Skadden, Arps' professionals devoted time to certain other significant matters, the time value of which exceeds \$50,000 during the Application Period.

These matters are as follows:

**A. Case Administration  
(Amount Sought: \$99,194)**

44. During the Application Period, professionals at Skadden, Arps continued to assist the Debtors with respect to general case administration matters and also provided guidance to the Debtors concerning their ultimate transition to a liquidating trust. In particular, Skadden, Arps guided the Debtors as certain key management personnel resigned or took on a reduced role. As part of this process, Skadden, Arps' professionals prepared for and attended teleconferences and client meetings with the Debtors and their other advisors.

45. In addition, Skadden, Arps attended and participated in various omnibus hearings, each dealing with numerous contested and uncontested matters.

46. In all, Skadden, Arps' professionals devoted a total of 218.9 hours to case administration matters during the Application Period for which compensation is sought, with a total time value of \$99,194.

**B. Reorganization/Plan Sponsors  
(Amount Sought: \$69,250)**

47. During the Application Period, Skadden, Arps reviewed, revised and supplemented the liquidation analysis, the Plan and the exhibits thereto. Perhaps most importantly, Skadden, Arps' professionals considered objections to confirmation and sought to resolve these objections prior to the confirmation hearing. In connection with this process, professionals at Skadden, Arps also drafted a brief in support of confirmation of the Plan.

48. Additionally, Skadden, Arps worked closely and negotiated with the Debtors and the Creditors' Committee to formulate the liquidating trust agreement (the "Liquidating Trust Agreement") under which the Debtors' estates would be administered post-confirmation.

49. In all, Skadden, Arps' professionals devoted a total of 117 hours to reorganization and plan-related matters during the Application Period for which compensation is sought, with a total time value of \$69,250.

**IV. MATTERS OVER \$25,000**

50. Certain other matters required the attention of Skadden, Arps during the Application Period, the time value of which exceeds \$25,000 for each. These matters are as follows:

**A. Employee Matters**  
**(Amount Sought: \$28,707)**

51. As noted above, the Application Period was marked, in part, by preparation for and the transition that would occur upon confirmation. As this court is well aware, however, confirmation has been delayed due to tax matters related to the Canadian estates. In fact, confirmation was delayed beyond the expiration of the existing incentive and retention plan previously approved by this Court.

52. After several key personnel resigned from the Debtors, Skadden, Arps assisted the Debtors with

developing a retention plan to incentivize non-insiders to remain with the Debtors through confirmation. In that regard, Skadden, Arps' professionals prepared a motion to approve a liquidation retention plan. In addition, the Debtors drafted documents to restructure the employment relationships between the Debtors and certain key employees. Most notably, Skadden, Arps' professionals helped the Debtors reject the employment agreement with James Marcum, former CEO of the Debtors, and instead retain him as a consultant.

53. In all, Skadden, Arps' professionals devoted a total of 45.2 hours to employee matters during the Application Period for which compensation is sought, with a total time value of \$28,707.

**B. Secured Claims**  
**(Amount Sought: \$27,091)**

54. With respect to secured claims, Skadden, Arps continued the process begun prior to the Application Period, seeking authority for the Debtors to cancel surety bonds associated with utility services, taxes and other state statutory obligations. Specifically, during the Application Period, Skadden,

Arps worked to consensually resolve an objection of Safeco, the Debtors' surety.

55. In all, Skadden, Arps' professionals devoted a total of 48.8 hours to secured claims matters during the Application Period for which compensation is sought, with a time value of \$27,091.

**C. Asset Analysis and Recovery  
(Amount Sought: \$26,272)**

56. During the Application Period, in connection with claims administration and preparing to initiate litigation on the Debtors' behalf, Skadden, Arps' professionals worked with the Debtors and their other advisors to identify sources of recovery for the Debtors and their estates. Primarily, the sources consisted of receivables and avoidable transfers. Having obtained favorable rulings from this Court concerning setoff and application of section 502(d), Skadden, Arps' analysis enabled the Debtors to promptly and efficiently seek to recover such assets.

57. In all, Skadden, Arps' professionals devoted a total of 34.9 hours on asset analysis and

recovery matters during the Application Period for which compensation is sought, with a time value of \$26,272.

**D. Non-working Travel Time**  
**(Amount Sought: \$25,127)**

58. During the Application Period, Skadden, Arps' professionals attended six omnibus hearings and almost weekly on-site client meetings, requiring a significant amount of travel.

59. In all, Skadden, Arps' professionals devoted a total of 46.8 hours to non-working travel during the Application Period for which compensation is sought, with a time value of \$25,127, representing fifty percent (50%) of the total time value.

**V. MATTERS OVER \$15,000**

60. Other matters that required the attention of Skadden, Arps during the Application Period, had a time value exceeding \$15,000 each. These matters are as follows:

**A. Retention/Fee Matters/Objections**  
**(Amount Sought: \$24,447)**

61. In this category, the Skadden, Arps primarily focused on retaining a chief restructuring officer (a "CRO") to replace former management and

transition the Debtors to a post-confirmation liquidation trust. This process involved significant negotiations with the proposed CRO and the Creditors' Committee concerning the terms of the engagement and the form of the engagement agreement.

62. In all, Skadden, Arps' professionals devoted a total of 38.5 hours to retention of other professionals for the Debtors during the Application Period for which compensation is sought, with a time value of \$24,447.

**B. Retention/Fee Matters/SASM&F  
(Amount Sought: \$21,471)**

63. During the Application Period, Skadden, Arps' professionals prepared its fourth fee application. Additionally, Skadden, Arps' professionals reviewed the growing list of parties in interest to determine whether additional disclosures were needed.

64. In all, Skadden, Arps' professionals devoted a total of 39.4 hours to retention and fee matters during the Application Period for which compensation is sought, with a total time value of \$21,471.

**C. Leases (Real Property)**  
**(Amount Sought: \$20,830)**

65. As was the case in the previous application period, the Debtors' landlords contacted Skadden, Arps concerning matters emanating from the rejection of the Debtors' leases. Often this assistance consisted of providing landlords with information regarding the rejection of their leases and the consequences thereof. Moreover, as landlords continued to receive bills from third parties that and sought to pass these obligations on to the Debtors, Skadden, Arps' professionals analyzed the obligations to determine whether such were valid obligations of the Debtors' estates and, if appropriate, facilitated the dialogue between the Debtors and their landlords concerning such obligations.

66. In all, Skadden, Arps' professionals devoted a total of 39 hours to real property lease matters during the Application Period for which compensation is sought, with a time value of \$20,830.

**D. General Corporate Advice**  
**(Amount Sought: \$15,690)**

67. During the Application Period, Skadden, Arps continued to provide the Debtors with general corporate advice, including advice related to their obligations under the Bankruptcy Code.

68. In all, Skadden, Arps' professionals devoted a total of 18 hours to general corporate advice matters during the Application Period for which compensation is sought, with a time value of \$15,690.

**E. Utilities**  
**(Amount Sought: \$15,594)**

69. During the Application Period, Skadden, Arps assisted the Debtors by addressing matters related to the Debtors' prior utilities providers. In particular, Skadden, Arps assisted the Debtors with analyzing claims made against the utility blocked account, which had been terminated during the prior application period. In this regard, Skadden, Arps' professionals analyzed the validity of these requests, the Debtors' books and records, and the reconciliation of accounts.

70. In all, Skadden, Arps' professionals devoted a total of 28.3 hours to utility matters for during the Application Period for which compensation is sought, with a time value of \$15,594.

**VI. MATTERS UNDER 15,000**

71. Finally, Skadden, Arps devoted time to matters with a time value less than \$15,000 for each. These matters included attending meetings with the Creditors' Committee, selling real property and remaining miscellaneous assets, addressing matters related to the Debtors' limited business operations and strategy regarding the same, reviewing updates to the liquidation analysis, evaluating issues related to the Plan and attention to executory contracts, insurance, owned real estate and requests for relief from the automatic stay.

**ALLOWANCE OF COMPENSATION**

72. **Compensation Sought.** Because of the benefits realized by the Debtors, the nature of these cases, the standing at the bar of the attorneys who rendered services, the amount of work done, the time consumed, the skill required and the contingent nature

of the compensation, Skadden, Arps requests that it be allowed at this time all compensation for the professional services rendered during the Application Period. Additionally, Skadden, Arps seeks payment of the remaining fifteen percent (15%) of the of the value of professional services rendered during the Application Period totaling \$293,354.

73. Skadden, Arps achieved cost efficiencies by employing a streamlined case management structure. Instead of assigning various attorneys to the myriad of tasks that arose during these cases, Skadden, Arps designated a core group of associates who were assigned responsibility for specific matters and types of matters. This (i) allowed some attorneys to work almost exclusively on discrete matters in the Debtors' cases, (ii) permitted the case to be staffed with as little partner involvement as appropriate, and (iii) enabled Skadden, Arps to avoid performing duplicative or unnecessary work.

74. **Reimbursement of Expenses.** Skadden, Arps has disbursed, and requests allowance reimbursement for \$89,339, which representing actual, necessary expenses

incurred while rendering professional services in these cases.

75. **Compensation Sharing Disclosure.** Other than between Skadden, Arps and its affiliated law practices and their members, no agreement or understanding exists between Skadden, Arps and any other person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these cases, nor will any be made except as permitted pursuant to Bankruptcy Code section 504(b)(1).

76. **Reservation of Rights.** Skadden, Arps reserves the right to return to this Court seeking reimbursement for amounts related to work performed or expenses incurred during the Application Period but not yet reflected in the firm's time records or to amend the amounts listed herein to correct any bookkeeping errors. In the event that a subsequent review reveals that additional professional services have been rendered or expenses have been incurred on behalf of the Debtors during the Application Period, which were not processed by the firm's accounting system before the time of this

Application, Skadden, Arps reserves the right to seek such additional fees and expenses by subsequent application to the Court.<sup>3</sup>

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<sup>3</sup> Skadden, Arps further reserves the right to request additional compensation at a later date for time spent preparing this Application.

**CONCLUSION**

WHEREFORE, Skadden, Arps respectfully requests entry of an order (a) approving interim compensation for professional services rendered as attorneys for the Debtors in the sum of \$1,955,685, which is equal to one hundred percent (100%) of fees incurred during the Application Period; (b) authorizing payment of \$293,354 as fifteen percent (15%) of fees held back; (c) approving of reimbursement of actual and necessary expenses in the sum of \$89,339; and (d) granting such other and further relief as is just and proper.

Dated: March 17, 2009

SKADDEN, ARPS, SLATE, MEAGHER & FLOM  
LLP

/s/ Gregg M. Galardi  
Gregg M. Galardi (I.D. No. 2991)  
One Rodney Square  
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Wilmington, Delaware 19899-0636  
(302) 651-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM,  
LLP  
Chris L. Dickerson, Esq.  
155 North Wacker Drive  
Chicago, Illinois 60606

(312) 407-0700- and -

- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors and Debtors in  
Possession

**EXHIBIT A**

**(Retention Order)**

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
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333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Proposed Counsel to the Debtors  
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - X  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - X

ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 327(a) AND  
329, BANKRUPTCY RULES 2014 AND 2016, AND LOCAL RULES  
2014-1 AND 2016-1 AUTHORIZING EMPLOYMENT AND RETENTION  
OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND  
AFFILIATES AS BANKRUPTCY COUNSEL TO THE DEBTORS AND  
DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

Upon the application (the "Application")<sup>1</sup> of  
the Debtors for an order, pursuant to Bankruptcy Code  
sections 327(a) and 329, Bankruptcy Rules 2014 and 2016

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.



and Local Rules 2014-1 and 2016-1, authorizing the employment and retention of Skadden, Arps, effective as of the Petition Date, under a general retainer as the Debtors' bankruptcy counsel; and the Court having reviewed the Application and the Galardi Declaration; and the Court being satisfied with the representations made in the Application and the Galardi Declaration that Skadden, Arps does not hold or represent any interest adverse to the Debtors or their estates, that it is a "disinterested person" as that term is defined pursuant to Bankruptcy Code section 101(14); and that its employment is necessary and in the best interests of the Debtors' estates, creditors, and other parties in interest; and due and sufficient notice of the Application having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Application is GRANTED.

2. Pursuant to Bankruptcy Code sections 327(a) and 329, the Debtors, as debtors and debtors in possession, are authorized to employ and retain Skadden, Arps as their bankruptcy counsel under a general retainer, effective as of the Petition Date, in accordance with the Application, Engagement Agreement, the Galardi Declaration and this Order, and to perform the services described therein.

3. Skadden, Arps shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee Fee Guidelines, and any orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

4. As promptly as practicable after all fees and charges accrued prior to the Petition Date have been finally posted within the Firm's computerized billing system, Skadden, Arps will issue a final detailed billing statement to the Company for the actual fees, charges, and disbursements incurred for the period prior to the Petition Date (the "Final Prepetition Bill Amount"). Skadden, Arps is authorized to reconcile the Final

Prepetition Bill Amount with the On-Account Cash. To the extent that the Final Prepetition Bill Amount is less than the On-Account Cash, Skadden, Arps may hold the full amount of the difference as a postpetition evergreen retainer to be applied against any amounts approved by the Court in connection with any Skadden, Arps' final fee application in these cases. In the event that the Final Prepetition Bill Amount exceeds the On-Account Cash, Skadden, Arps shall be deemed to have waived any claim against the Debtors for payment with respect to the amount by which the Final Prepetition Bill Amount exceeds the On-Account Cash.

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia  
December \_\_, 2008

**Dec 8 2008**

/s/ Kevin Huennekens

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

**Entered on Docket: 12/8/08**

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
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- and -

Chris L. Dickerson, Esq.  
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333 West Wacker Drive  
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(312) 407-0700

- and -

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Proposed Counsel to the Debtors  
and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

I hereby certify that proposed order has been  
endorsed by all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

**EXHIBIT B**

**(Interim Compensation Order)**

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
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- and -

Chris L. Dickerson, Esq.  
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333 West Wacker Drive  
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(312) 407-0700

Proposed Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
Debtors. : Jointly Administered  
- - - - - x

**ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 331  
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION**

Upon the motion (the "Motion") of the Debtors<sup>1</sup>

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, (cont'd)

for entry of an order under Bankruptcy Code sections 105(a) and 331, establishing procedures for interim compensation and reimbursement of expenses of professionals on a monthly basis; and due and sufficient notice of the Motion<sup>2</sup> having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED.
2. Except as may otherwise be provided in orders of this Court authorizing the retention of specific professionals, all professionals in these cases may seek interim compensation in accordance with the procedures set forth in Exhibit A attached hereto.
3. Each member of any Committee (once appointed) shall be permitted to submit statements of expenses and

*(cont'd from previous page)*

LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

supporting vouchers (which may include individual Committee members' counsel's travel expenses incurred in connection with official committee business) to counsel to such Committee, which shall collect and submit such requests for reimbursement in accordance with the foregoing procedure for monthly and interim compensation and reimbursement of Professionals; provided, however, that all Committee members' requests for reimbursement of such Committee members' attorneys' fees or expenses (other than travel expenses) must be made by separate application and scheduled for hearing upon proper notice.

4. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

6. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia  
December \_\_\_\_, 2008  
Dec 9 2008

/s/ Kevin Huennekens  
HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Entered on Docket: 12/9/08

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
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- and -

Chris L. Dickerson, Esq.  
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- and -

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

SEEN AND NO OBJECTION:

/s/ Robert B. Van Arsdale (with permission by email dated  
12/8/08)

Robert B. Van Arsdale, Esq.  
Office of the U.S. Trustee  
701 E. Broad St., Suite 4304  
Richmond VA 23219  
(804) 771-2327

**LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby  
certify that the foregoing proposed order has been endorsed  
by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

**Exhibit A**  
(Interim Compensation Procedures)

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
:  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
: Jointly Administered  
Debtors. :  
:  
- - - - - x

**CIRCUIT CITY STORES, INC.  
INTERIM COMPENSATION PROCEDURES**

(a) On the date that is no earlier than the 10<sup>th</sup> day of each month following the month for which compensation is sought, each Professional will serve a Monthly Fee Request, which need not include a narrative, but must include time and expense detail, on the following parties (collectively, the "Notice Parties"): (i) Circuit City Stores, Inc., 9950 Mayland Drive, Richmond, Virginia 23233 (Attn: Bruce H. Besanko, Executive Vice President and Chief Financial Officer; and Reginald D. Hedgebeth, Secretary and General Counsel); (ii) Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899 (Attn: Gregg M. Galardi, Esq.), co-counsel to the Debtors; (iii) McGuireWoods LLP, One James Center, 901 E. Cary Street, Richmond, Virginia 23219 (Attn: Douglas M. Foley, Esq.), co-counsel to the Debtors; (iv) the Office of the United States Trustee for the Eastern District of Virginia, 701 East Broad Street, Suite 4304, Richmond, Virginia (Attn: Robert B. Van Arsdale); and (v) Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 11<sup>th</sup> Floor, Los Angeles, California 90067-4100 (Attn: Jeff Pomerantz), counsel to the official committee of unsecured creditors (the "Committee") appointed in these chapter 11 cases.

(b) Each Notice Party will have twenty (20) days after service of a Monthly Fee Request to review the request. Upon the expiration of the 20 day period, the

Debtors will promptly pay each Professional its "Actual Interim Payment" equal to the lesser of (i) 85% of the fees and 100% of the expenses requested in the Monthly Fee Request (the "Maximum Payment") or (ii) 85% of the fees and 100% of the expenses not subject to an objection.

(c) If any Notice Party objects to a Professional's Monthly Fee Request, the objecting party shall, within twenty (20) days of service of the Monthly Fee Request, serve upon the respective Professional and each of the Notice Parties a written "Notice of Objection to Monthly Fee Request" setting forth the precise nature of the objection and the amount at issue. Thereafter, the objecting party and the Professional shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay 85% of the agreed upon fees and 100% of the agreed upon expenses. If the parties are unable to reach a resolution of the objection within twenty (20) days after service of the objection, the objecting party shall file its objection (the "Objection") with the Court within three (3) business days and serve such Objection on the respective Professional and each of the Notice Parties. Thereafter, the Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Interim Payment made to the affected Professional (the "Incremental Amount") or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection, if requested by the parties.

(d) Beginning with the three-month period ending on January 31, 2009, and at three-month intervals thereafter (the "Interim Fee Period"), each of the Professionals must file with the Court and serve on the Notice Parties an interim fee application (the "Interim Fee Application") for compensation and reimbursement of expenses sought in the Monthly Fee Requests served during such period. The Interim Fee Application must include a narrative discussion, as well as a summary of the Monthly Fee Requests that are the subject of the application and appropriate time and expense detail. Each Professional shall serve notice of its Interim Fee Application (which identifies the Professional seeking compensation, discloses

the period for which the payment of compensation and reimbursement of expenses is being sought, and describes the amount of compensation and expenses sought) on all parties that have entered their appearance pursuant to Bankruptcy Rule 2002. Parties will have twenty (20) days after service of an Interim Fee Application to object thereto. Each Professional must file its Interim Fee Application within 45 days after the end of the Interim Fee Period for which the request seeks allowance of compensation and reimbursement of expenses. The first Interim Fee Application should cover the Interim Fee Period from the Petition Date through and including January 31, 2009. Any Professional that fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses with respect to any subsequent Interim Fee Period until such time as an Interim Fee Application is filed and served by the Professional.

(e) The Debtors shall request that the Court schedule a hearing on the Interim Fee Applications at least once every three months, with the first hearing to be held between April 1, and April 30, 2009. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing, upon the Professional's filing of a certificate of no objection. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all requested fees (including the 15% holdback) and expenses not previously paid.

(f) The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses.

(g) Neither the payment of nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses, nor the filing of or failure to file an Objection, will bind any party-in-interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of the Professionals. All fees and expenses paid to the Professionals under these compensation procedures are subject to disgorgement until final allowance by the Court.

**EXHIBIT C**

**(Statements)**

155 NORTH WACKER DRIVE  
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TEL: (312) 407-0700

FAX: (312) 407-0411

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CDICKERS@SKADDEN.COM

December 10, 2009

James Marcum  
Chief Executive Office  
Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

RE: In re Circuit City Stores, Inc.,  
Case No. 08-35653 (KRH)  
Jointly Administered

Dear Jim:

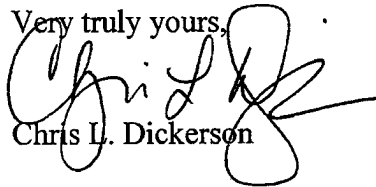
Enclosed is our firm's fee request for services rendered and charges and disbursements incurred through November 30, 2009 (the "Fee Period"), in connection with the post-petition work performed as counsel to Circuit City Stores, Inc. (the "Company"). The fee request has been prepared in accordance with the Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation Procedures entered on December 9, 2008 in the above referenced Chapter 11 cases (the "Order").

The fee request is in the aggregate amount of \$867,375 consisting of \$831,164 for professional fees and \$36,211 for charges and disbursements. The principal charges during the Fee Period were for Claims Administration (General) (\$330,821), Tax Matters (\$290,505) and Litigation (General) (\$59,462). We have written off the amount of \$47,325 as an accommodation in connection with our regular billing review process. This amount includes, among other categories, 50% of non-working travel time and time charges for certain professionals billing less than five hours during the month on a client level basis.

The Order authorizes the Company to pay professionals in the cases monthly for 85% of fees and 100% of charges and disbursements if no objections to a fee request have been made within 20 days of notice having being given with respect to such a request. Thus, if the fee request is acceptable to you and no timely objections are made prior to December 30, 2009, you are authorized to pay to our firm the total amount of \$742,700, which consists of the amount of \$706,489 with respect to the fee request, (net of the 15% fee holdback amount of \$124,675) and the total charge and disbursement amount of \$36,211. Payment of the holdback amount remains subject to Court authorization after a hearing on an interim fee application for the period of November 1, 2009 through January 31, 2010.

Should you have any questions or comments, please do not hesitate to call me at your convenience.

Very truly yours,



Chris L. Dickerson

Enclosures

cc: Gregg Galardi  
Linda Edwards

**SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP**

**AND AFFILIATES**

Circuit City Stores, Inc. (DIP)  
9950 Mayland Drive  
Richmond, Virginia 23233

December 9, 2009  
Bill No.: 1293307

TIN: 13-1777230

PLEASE REMIT TO:			
By Check:	SASM & F LLP P.O. Box 1764 White Plains, NY 10602	By Wire:	In US Dollars to: Citibank, N.A., New York A.B.A. Number: 021000089 Swift Code: CITIUS33 For Credit To Account: 30060143 Reference Bill No.: 1293307

Invoice # 1293307

Re: Corporate Advice, Financing and Special Projects

TO PROFESSIONAL SERVICES RENDERED  
through November 30, 2009

For General Corporate Advice .....	\$	6,520
Less Fee Accommodation .....	(	3,250)
		<u>3,270</u>

Charges and Disbursements

Computer Legal Research .....	\$	1,484
Telecommunications .....		57
Total Disbursements .....		<u>1,541</u>
	\$	4,811

For Asset Analysis and Recovery .....	\$	16,038
Less Fee Accommodation .....	(	0)
		<u>16,038</u>

Charges and Disbursements

Telecommunications .....	\$	5
Total Disbursements .....		<u>5</u>
	\$	16,043

1,729

Charges and Disbursements

Reproduction and Document Preparation

\$23

Total Disbursements ..... 23

\$ 1,752

For Asset Dispositions (Real Property) ..... \$ 188

Less Fee Accommodation..... ( 0 )

188

Charges and Disbursements

Total Disbursements ..... 0

\$ 188

For Automatic Stay (Relief Actions) ..... \$ 554

Less Fee Accommodation..... ( 0 )

554

Charges and Disbursements

Total Disbursements ..... 0

\$ 554

For Business Operations / Strategic Planning ... \$ 563

Less Fee Accommodation..... ( 0 )

563

Charges and Disbursements

Total Disbursements ..... 0

\$ 563

For Case Administration ..... \$ 47,357

Less Fee Accommodation..... ( 2,747 )

44,610

Charges and Disbursements

Delivery and Postage .....	79
Telecommunications .....	371
Outside Research Services .....	300
Electronic Document Management .....	498
Reproduction and Document Preparation .....	147
Travel Expenses .....	6,065

Total Disbursements ..... 11,602

\$ 56,212

For Claims Admin. (General) .....	\$ 332,692
Less Fee Accommodation .....	( <u>21,651</u> )
	311,041

Charges and Disbursements

Computer Legal Research .....	\$ 13,765
Courier, Express .....	
Delivery and Postage .....	7
Outside Research Services .....	6
Reproduction and Document Preparation .....	5,093
Travel Expenses .....	909

Total Disbursements ..... 19,780

\$ 330,821

For Claims Admin. (Reclamation/Trust Funds) ....	\$ 11,438
Less Fee Accommodation .....	( <u>0</u> )
	11,438

Charges and Disbursements

Total Disbursements ..... 0

\$ 11,438

For Disclosure Statement / Voting Issues .....	\$ 1,508
Less Fee Accommodation .....	( <u>0</u> )
	1,508

Charges and Disbursements

Travel Expenses .....	\$725
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For Employee Matters (General) .....	\$	2,153
Less Fee Accommodation .....	(	155)
		1,998

Charges and Disbursements

Total Disbursements .....		0
	\$	1,998

For Insurance .....	\$	3,502
Less Fee Accommodation .....	(	0)
		3,502

Charges and Disbursements

Total Disbursements .....		0
	\$	3,502

For Leases (Real Property) .....	\$	12,627
Less Fee Accommodation .....	(	816)
		11,811

Charges and Disbursements

Reproduction and Document Preparation		\$-127
Total Disbursements .....		-127
	\$	11,684

For Litigation (General) .....	\$	58,395
Less Fee Accommodation .....	(	-1)
		58,396

Charges and Disbursements

Computer Legal Research .....	\$	327
Telecommunications .....		29
Outside Research Services .....		26
Travel Expenses .....		684

Total Disbursements 1,066

\$ 59,462

For Nonworking Travel Time ..... \$ 20,635  
Less Fee Accommodation ..... ( 10,317)  
10,318

Charges and Disbursements

Total Disbursements ..... 0  
\$ 10,318

For Reorganization Plan / Plan Sponsors ..... \$ 46,157  
Less Fee Accommodation ..... ( -1)  
46,158

Charges and Disbursements

Computer Legal Research ..... \$ 1,114  
Travel Expenses ..... 93  
Total Disbursements ..... 1,207  
\$ 47,365

For Retention / Fee Matters (SASM&F) ..... \$ 4,048  
Less Fee Accommodation ..... ( 0)  
4,048

Charges and Disbursements

Total Disbursements ..... 0  
\$ 4,048

For Retention / Fee Matters / Objections (Others) ..... 1,393  
..... \$  
Less Fee Accommodation ..... ( 0)  
1,393

Charges and Disbursements

Total Disbursements ..... 0

For Secured Claims ..... \$ 3,186  
Less Fee Accommodation..... ( 0)  
3,186

Charges and Disbursements

Computer Legal Research ..... \$ 6  
Total Disbursements ..... 6  
\$ 3,192

For Tax Matters ..... \$ 294,839  
Less Fee Accommodation..... ( 4,334)  
290,505

Charges and Disbursements

Telecommunications ..... \$ 73  
Travel Expenses ..... 217  
Total Disbursements ..... 290  
\$ 290,795

For Utilities ..... \$ 8,910  
Less Fee Accommodation..... ( 0)  
8,910

Charges and Disbursements

Courier, Express  
Delivery and Postage ..... \$ 26  
Reproduction and Document Preparation 67  
Total Disbursements ..... 93  
\$ 9,003

Total Fees ..... \$ 831,164

Total Charges and Disbursements ..... 36,211

Grand Total ..... \$ 867,375

Current Amount Payable by Administrative Order.. \$ 742,700

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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CHICAGO, ILLINOIS 60606-1720

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MUNICH  
PARIS  
SAO PAULO  
SHANGHAI  
SINGAPORE  
SYDNEY  
TOKYO  
TORONTO  
VIENNA

February 15, 2010

Michelle Mosier  
Control and Chief Accounting Officer  
Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

RE: In re Circuit City Stores, Inc.,  
Case No. 08-35653 (KRH)  
Jointly Administered

Dear Jim:

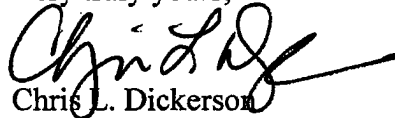
Enclosed is our firm's fee request for services rendered and charges and disbursements incurred through December 31, 2009 (the "Fee Period"), in connection with the post-petition work performed as counsel to Circuit City Stores, Inc. (the "Company"). The fee request has been prepared in accordance with the Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation Procedures entered on December 9, 2008 in the above referenced Chapter 11 cases (the "Order").

The fee request is in the aggregate amount of \$570,695 consisting of \$548,897 for professional fees and \$21,798 for charges and disbursements. The principal charges during the Fee Period were for Claims Administration (General) (\$269,367), Tax Matters (\$70,968) and Litigation (General) (\$65,708). We have written off the amount of \$87,927 as an accommodation in connection with our regular billing review process. This amount includes, among other categories, 50% of non-working travel time and time charges for certain professionals billing less than five hours during the month on a client level basis.

The Order authorizes the Company to pay professionals in the cases monthly for 85% of fees and 100% of charges and disbursements if no objections to a fee request have been made within 20 days of notice having being given with respect to such a request. Thus, if the fee request is acceptable to you and no timely objections are made prior to March 4, 2010, you are authorized to pay to our firm the total amount of \$488,360, which consists of the amount of \$466,562 with respect to the fee request, (net of the 15% fee holdback amount of \$82,335) and the total charge and disbursement amount of \$21,798. Payment of the holdback amount remains subject to Court authorization after a hearing on an interim fee application for the period of November 1, 2009 through January 31, 2010.

Should you have any questions or comments, please do not hesitate to call me at your convenience.

Very truly yours,



Chris L. Dickerson

Enclosures

cc: Gregg Galardi  
Linda Edwards

**SKADDEN, ARPS, SLATE**

**MEAGHER & FLOM LLP**

**AND AFFILIATES**

Circuit City Stores, Inc. (DIP)  
9950 Mayland Drive  
Richmond, Virginia 23233

January 12, 2010  
Bill No.: 1302195

TIN: 13-1777230

PLEASE REMIT TO:			
By Check:	SASM & F LLP P.O. Box 1764 White Plains, NY 10602	By Wire:	In US Dollars to: Citibank, N.A., New York A.B.A. Number: 021000089 Swift Code: CITIUS33 For Credit To Account: 30060143 Reference Bill No.: 1302195

Invoice # 1302195

Re: Corporate Advice, Financing and Special Projects

TO PROFESSIONAL SERVICES RENDERED  
through December 31, 2009

For General Corporate Advice .....	\$	10,480
Less Fee Accommodation .....	(	294)
		10,186

Charges and Disbursements

Computer Legal Research .....	\$	888
Total Disbursements .....		888
	\$	11,074

For Asset Analysis and Recovery .....	\$	5,437
Less Fee Accommodation .....	(	72)
		5,365

Charges and Disbursements

Travel Expenses .....	\$	310
Total Disbursements .....		310
	\$	5,675

Less Fee Accommodation ..... ( 0 )  
556

Charges and Disbursements

Total Disbursements ..... 0

\$ 556

For Automatic Stay (Relief Actions) .....\$ 813

Less Fee Accommodation ..... ( 0 )

813

Charges and Disbursements

Total Disbursements ..... 0

\$ 813

For Business Operations / Strategic Planning ...\$ 1,809

Less Fee Accommodation ..... ( 0 )

1,809

Charges and Disbursements

Total Disbursements ..... 0

\$ 1,809

For Case Administration .....\$ 21,964

Less Fee Accommodation ..... ( 1,494 )

20,470

Charges and Disbursements

Computer Legal Research ..... \$ 19

Courier, Express

Delivery and Postage ..... 61

Telecommunications ..... 103

Reproduction and Document Preparation 9

Travel Expenses ..... 2,910

Total Disbursements ..... 3,102

\$ 23,572

259,281

Charges and Disbursements

Computer Legal Research . . . . . \$ 10,014  
Courier, Express  
Delivery and Postage . . . . . 49  
Telecommunications . . . . . 7  
Electronic Document Management . . . . . 9  
Reproduction and Document Preparation . . . . . 7

Total Disbursements . . . . . 10,086

\$ 269,367

For Claims Admin. (Reclamation/Trust Funds) . . . . \$ 42,678

Less Fee Accommodation . . . . . ( 0)  
42,678

Charges and Disbursements

Total Disbursements . . . . . 0

\$ 42,678

For Creditor Meetings / Statutory Committees . . . \$ 3,980

Less Fee Accommodation . . . . . ( 0)  
3,980

Charges and Disbursements

Total Disbursements . . . . . 0

\$ 3,980

For Disclosure Statement / Voting Issues . . . . . \$ 1,092

Less Fee Accommodation . . . . . ( 0)  
1,092

Charges and Disbursements

Total Disbursements . . . . . 0

\$ 1,092

Less Fee Accommodation ..... ( 988)  
17,560

Charges and Disbursements

Courier, Express

Delivery and Postage ..... \$ 36

Total Disbursements ..... 36

\$ 17,596

For Executory Contracts (Personalty) .....\$ 108

Less Fee Accommodation ..... ( 0)  
108

Charges and Disbursements

Total Disbursements ..... 0

\$ 108

For Insurance .....\$ 1,924

Less Fee Accommodation ..... ( 0)  
1,924

Charges and Disbursements

Total Disbursements ..... 0

\$ 1,924

For Leases (Real Property) .....\$ 7,953

Less Fee Accommodation ..... ( 216)  
7,737

Charges and Disbursements

Reproduction and Document Preparation \$250

Total Disbursements ..... 250

\$ 7,987

For Litigation (General) .....\$ 85,291

Less Fee Accommodation ..... ( 22,943)

Charges and Disbursements

Computer Legal Research .....	\$	3,173
Courier, Express		
Delivery and Postage .....		81
Telecommunications .....		20
Electronic Document Management .....		70
Reproduction and Document Preparation		16
Total Disbursements .....		<u>3,360</u>
	\$	65,708

For Liquidation / Feasibility .....	\$	1,188
Less Fee Accommodation .....	(	<u>0</u> )
		1,188

Charges and Disbursements

Total Disbursements .....		<u>0</u>
	\$	1,188

For Nonworking Travel Time .....	\$	8,230
Less Fee Accommodation .....	(	<u>2,125</u> )
		6,105

Charges and Disbursements

Total Disbursements .....		<u>0</u>
	\$	6,105

For Real Estate (Owned) .....	\$	250
Less Fee Accommodation .....	(	<u>0</u> )
		250

Charges and Disbursements

Total Disbursements .....		<u>0</u>
	\$	250

For Reorganization Plan / Plan Sponsors .....	\$	4,441
Less Fee Accommodation .....	(	<u>0</u> )

Charges and Disbursements

Total Disbursements ..... 0

\$ 4,441

For Retention / Fee Matters (SASM&F) .....\$ 16,545

Less Fee Accommodation ..... ( 0 )

16,545

Charges and Disbursements

Total Disbursements ..... 0

\$ 16,545

For Retention / Fee Matters / Objections (Others) 2,112

.....\$

Less Fee Accommodation ..... ( 0 )

2,112

Charges and Disbursements

Computer Legal Research ..... \$ 11

Total Disbursements ..... 11

\$ 2,123

For Secured Claims .....\$ 11,772

Less Fee Accommodation ..... ( 0 )

11,772

Charges and Disbursements

Computer Legal Research ..... \$ 1,775

Total Disbursements ..... 1,775

\$ 13,547

For Tax Matters .....\$ 69,179

Less Fee Accommodation ..... ( 168 )

69,011

Courier, Express	
Delivery and Postage .....	2
Travel Expenses .....	1,504
Total Disbursements .....	<u>1,957</u>
	\$ 70,968

For Utilities .....	\$ 1,566
Less Fee Accommodation .....	( 0)
	<u>1,566</u>

Charges and Disbursements

Courier, Express	
Delivery and Postage .....	\$ 23
Total Disbursements .....	<u>23</u>
	\$ 1,589

Total Fees .....	\$ 548,897
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Total Charges and Disbursements .....	<u>21,798</u>
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Grand Total .....	\$ 570,695
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Less 15% Holdback .....	( 82,335)
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Current Amount Payable by Administrative Order ..	\$ 488,360
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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SHANGHAI  
SINGAPORE  
SYDNEY  
TOKYO  
TORONTO  
VIENNA

February 18, 2010

Michelle Mosier  
Control and Chief Accounting Officer  
Circuit City Stores, Inc.  
4951 Lake Brook Drive  
Glen Allen, VA 23060

RE: In re Circuit City Stores, Inc.,  
Case No. 08-35653 (KRH)  
Jointly Administered

Dear Michelle:

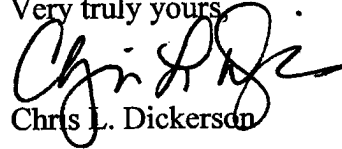
Enclosed is our firm's fee request for services rendered and charges and disbursements incurred through January 31, 2010 (the "Fee Period"), in connection with the post-petition work performed as counsel to Circuit City Stores, Inc. (the "Company"). The fee request has been prepared in accordance with the Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation Procedures entered on December 9, 2008 in the above referenced Chapter 11 cases (the "Order").

The fee request is in the aggregate amount of \$609,954 consisting of \$575,624 for professional fees and \$31,330 for charges and disbursements. The principal charges during the Fee Period were for Claims Administration (General) (\$342,693), Tax Matters (\$67,497) and Claims Administration (Reclamation/Trust Funds) (\$48,468). We have written off the amount of \$33,180 as an accommodation in connection with our regular billing review process. This amount includes, among other categories, 50% of non-working travel time and time charges for certain professionals billing less than five hours during the month on a client level basis.

The Order authorizes the Company to pay professionals in the cases monthly for 85% of fees and 100% of charges and disbursements if no objections to a fee request have been made within 20 days of notice having being given with respect to such a request. Thus, if the fee request is acceptable to you and no timely objections are made prior to March 8, 2010, you are authorized to pay to our firm the total amount of \$520,610, which consists of the amount of \$489,280 with respect to the fee request, (net of the 15% fee holdback amount of \$86,344) and the total charge and disbursement amount of \$31,330. Payment of the holdback amount remains subject to Court authorization after a hearing on an interim fee application for the period of November 1, 2009 through January 31, 2010.

Should you have any questions or comments, please do not hesitate to call me at your convenience.

Very truly yours,



Chris L. Dickerson

Enclosures

cc: Gregg Galardi  
Linda Edwards

**SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
AND AFFILIATES**

Circuit City Stores, Inc. (DIP)  
9950 Mayland Drive  
Richmond, Virginia 23233

February 9, 2010  
Bill No.: 1302790

TIN: 13-1777230

PLEASE REMIT TO:			
<u>By Check:</u>	SASM & F LLP P.O. Box 1764 White Plains, NY 10602	<u>By Wire:</u>	<u>In US Dollars to:</u> Citibank, N.A., New York A.B.A. Number: 021000089 Swift Code: CITIUS33 For Credit To Account: 30060143 Reference Bill No.: 1302790

Invoice # 1302790

Re: Corporate Advice, Financing and Special Projects

TO PROFESSIONAL SERVICES RENDERED  
through January 31, 2010

For General Corporate Advice .....	\$	2,234
Less Fee Accommodation .....	(	0)
		2,234

Charges and Disbursements

Computer Legal Research .....	\$	1,988
Telecommunications .....		22
Total Disbursements .....		2,010
	\$	4,244

For Asset Analysis and Recovery .....	\$	4,868
Less Fee Accommodation .....	(	0)
		4,869

Please note that this invoice reflects an increase to our billing rate schedule for work performed as of January 1, 2010.

PAYMENT DUE UPON RECEIPT.

\*\*\*

MAY INCLUDE PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS FROM AFFILIATES.

\*\*\*

PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS WHICH HAVE NOT BEEN RECORDED AS OF THE ABOVE DATE  
WILL BE BILLED SUBSEQUENTLY.

B43E

4,869

Charges and DisbursementsTotal Disbursements ..... 0

\$ 4,869

For Asset Dispositions (General) ..... \$ 565

Less Fee Accommodation..... (0)

565

Charges and Disbursements

Outside Research Services ..... \$ 2

Total Disbursements ..... 2

\$ 567

For Asset Dispositions (Real Property) ..... \$ 5,176

Less Fee Accommodation..... (0)

5,176

Charges and DisbursementsTotal Disbursements ..... 0

\$ 5,176

For Business Operations / Strategic Planning ... \$ 2,145

Less Fee Accommodation..... (0)

2,145

Charges and Disbursements

Outside Research Services ..... \$ 4

Total Disbursements ..... 4

\$ 2,149

For Case Administration ..... \$ 34,942

Less Fee Accommodation..... (828)

TIME SUMMARY - ALL MATTERS  
CIRCUIT CITY STORES, INC. (DIP) : through January 31, 2010

34,114

Charges and Disbursements

Computer Legal Research .....	\$	131
Courier, Express		
Delivery and Postage .....		113
Telecommunications .....		180
Outside Research Services .....		606
Electronic Document Management .....		141
Reproduction and Document Preparation		46
Travel Expenses .....		4,727
Total Disbursements .....		<u>5,944</u>
	\$	40,058

For Claims Admin. (General) .....	\$	340,428
Less Fee Accommodation .....	(	<u>13,350)</u>
		327,078

Charges and Disbursements

Computer Legal Research .....	\$	13,627
Courier, Express		
Delivery and Postage .....		28
Outside Research Services .....		550
Electronic Document Management .....		870
Reproduction and Document Preparation		146
Travel Expenses .....		394
Total Disbursements .....		<u>15,615</u>
	\$	342,693

For Claims Admin. (Reclamation/Trust Funds) ....	\$	48,158
Less Fee Accommodation .....	(	<u>0)</u>
		48,159

Charges and Disbursements

Computer Legal Research .....	\$	309
Total Disbursements .....		<u>309</u>
	\$	48,468

For Creditor Meetings / Statutory Committees ... \$	3,719
Less Fee Accommodation .....	( 0 )
	3,719

Charges and Disbursements

Total Disbursements .....	0
	\$ 3,719

For Employee Matters (General) ..... \$	12,039
Less Fee Accommodation .....	( 2,890 )
	9,149

Charges and Disbursements

Courier, Express	
Delivery and Postage .....	\$ 1
Total Disbursements .....	1
	\$ 9,150

For Executory Contracts (Personalty) ..... \$	2,310
Less Fee Accommodation .....	( 0 )
	2,310

Charges and Disbursements

Total Disbursements .....	0
	\$ 2,310

For Insurance .....	\$ 824
Less Fee Accommodation .....	( 531 )
	293

Charges and Disbursements

Total Disbursements .....	0
	\$ 293

TIME SUMMARY - ALL MATTERS  
 Document Page 83 of 90  
CIRCUIT CITY STORES, INC. (DIP) : through January 31, 2010

For Intellectual Property .....	\$	0
Less Fee Accommodation .....	(	0)
		0

Charges and Disbursements

Outside Research Services .....	\$	7
Total Disbursements .....		7
	\$	7

For Leases (Real Property) .....	\$	3,077
Less Fee Accommodation .....	(	1,795)
		1,282

Charges and Disbursements

Outside Research Services .....	\$	11
Total Disbursements .....		11
	\$	1,293

For Liquidation / Feasibility .....	\$	798
Less Fee Accommodation .....	(	0)
		798

Charges and Disbursements

Total Disbursements .....		0
	\$	798

For Nonworking Travel Time .....	\$	17,407
Less Fee Accommodation .....	(	8,703)
		8,704

Charges and Disbursements

Total Disbursements .....		0
	\$	8,704

For Reorganization Plan / Plan Sponsors .....	\$	18,650
Less Fee Accommodation .....	(	0)
		18,651

Charges and Disbursements

Computer Legal Research .....	\$	2,340
Outside Research Services .....		3
Total Disbursements .....		2,343
	\$	20,994

For Retention / Fee Matters (SASM&F) .....	\$	878
Less Fee Accommodation .....	(	0)
		878

Charges and Disbursements

Total Disbursements .....		0
	\$	878

For Retention / Fee Matters / Objections (Others) .....	\$	20,984
Less Fee Accommodation .....	(	42)
		20,942

Charges and Disbursements

Computer Legal Research .....	\$	4,113
Outside Research Services .....		3
Total Disbursements .....		4,116
	\$	25,058

For Secured Claims .....	\$	12,133
Less Fee Accommodation .....	(	0)
		12,133

Charges and Disbursements

Computer Legal Research .....	\$	740
Total Disbursements .....		740

\$ 12,873

For Tax Matters ..... \$ 72,149  
 Less Fee Accommodation ..... ( 4,842)  
67,307

Charges and Disbursements

Computer Legal Research ..... \$ 164  
 Courier, Express  
 Delivery and Postage ..... 6  
 Telecommunications ..... 8  
 Outside Research Services ..... 12  
  
 Total Disbursements ..... 190  
\$ 67,497

For Utilities ..... \$ 5,118  
 Less Fee Accommodation ..... ( 0)  
5,118

Charges and Disbursements

Total Disbursements ..... 0  
\$ 5,118

For Vendor Matters ..... \$ 0  
 Less Fee Accommodation ..... ( 0)  
0

Charges and Disbursements

Electronic Document Management ..... \$ 38  
  
 Total Disbursements ..... 38  
\$ 38

TIME SUMMARY - ALL MATTERS  
Circuit City Stores, Inc. (DIP) through January 31, 2010  
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Total Fees .....	\$	575,624
Total Charges and Disbursements .....		<u>31,330</u>
Grand Total .....	\$	606,954
Less 15% Holdback .....	(	<u>86,344)</u>
Current Amount Payable by Administrative Order ..	\$	520,610

**EXHIBIT D**

**(Detail of Time Billed)**

**EXHIBIT E**

**(Detail of Expenses)**